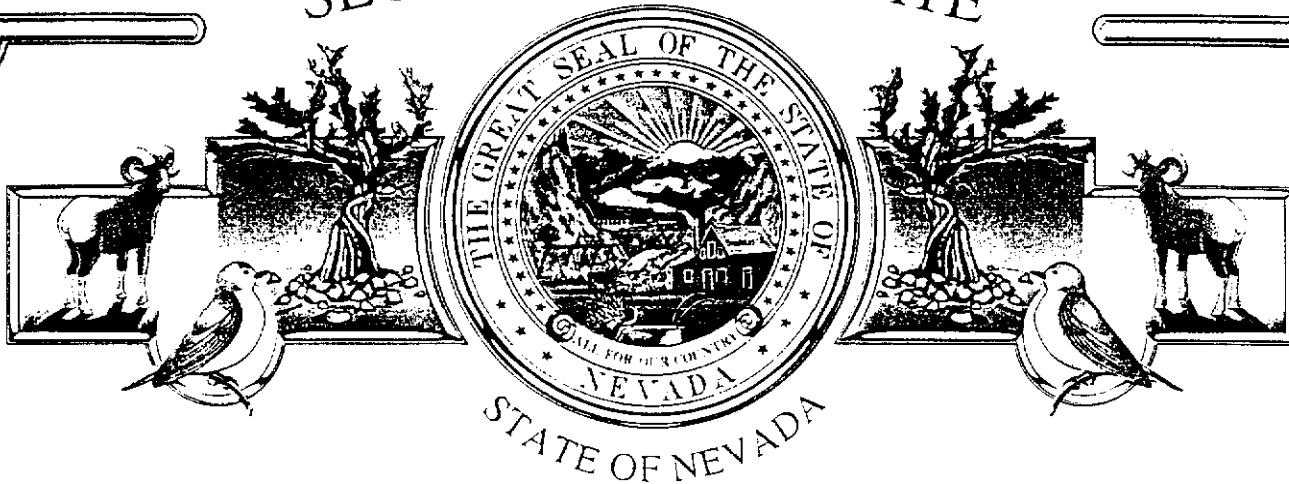


# **Exhibit B**

ARTICLES OF ORGANIZATION  
AND CERTIFICATE OF AUTHORITY FOR THE STATE OF ILLINOIS

# SECRETARY OF STATE



## LIMITED-LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **REDUCED RATE LONG DISTANCE LLC** did on **MARCH 02, 2001**, file in this office the Articles of Organization for a Limited-Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited-Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Las Vegas, Nevada, on **MARCH 02, 2001**.

A handwritten signature in cursive script, reading "Dean Heller".

Secretary of State

A handwritten signature in cursive script, reading "Kell Gray".

Certification Clerk

By



NAME: REDUCED RATE LONG DISTANCE LLC  
(MANAGED BY MANAGERS)  
FILE TYP/NR LLC 002160-2001 ST NEVADA                      ORG ON MAR 2, 2001 EXP 03-02-2501  
STATUS: CURRENT LIST AS OF : 03-02-01                      NUMBER OF PAGES FILED: 2                      KAG  
TYPE: LLC  
PURPOSE: ALL LEGAL ACTIVITIES  
\$125 FED EX 1CC

RA NBR: 61182  
LIST OF OFFICERS FOR 01 - 02 FILED ON 03-02-01                      60 DAY LO

RA	NATIONAL REGISTERED AGENTS INC OF NV	ACCEPTED	030201
	1100 E WILLIAMS ST STE 207	CARSON CITY	NV 89701
MG-1	DAVID BUTLER	SUITE 300	030201
	1025 GREENWOOD BLVD	LAKE MARY	FL 32746
MG-2	ED KOHLSCHIEBER	SUITE 300	030201
	1025 GREENWOOD BLVD	LAKE MARY	FL 32746

CMD?  
PA1=MENU                      PF5=END INQ



DEAN HELLER  
Secretary of State

101 North Carson Street, Suite 3  
Carson City, Nevada 89701-4786  
(775) 684 6708

**Limited-Liability  
Company**  
Articles of Organization  
(PURSUANT TO NRS 36)

Office Use Only:

MAR 02 2001

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. <b>Name of Limited-Liability Company:</b>	Reduced Rate Long Distance LLC		
2. <b>Resident Agent Name and Street Address:</b> <small>(must be a Nevada address where service may be served)</small>	National Registered Agents, Inc. of NV		
	Name		
	1100 East William Street, Suite 207 Carson City	NEVADA	89701
	Street Address	City	Zip Code
3. <b>Dissolution Date:</b> <small>(OPTIONAL - see instructions)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): <u>perpetual</u>		
4. <b>Management:</b> <small>(check one)</small>	Company shall be managed by <u>X</u> Manager(s) OR _____ Members		
<b>Names, Addresses, of Manager(s) or Members:</b> <small>(attach additional pages as necessary)</small>	David Butler		
	Name		
	1025 Greenwood Blvd., Suite 300, Lake Mary	FL	32748
	Street Address	City	State Zip Code
	Ed Kohlscheiber		
	Name		
	1025 Greenwood Blvd., Suite 300, Lake Mary		
	Street Address		
	City	FL	32748
	State	Zip Code	
	Name		
	Street Address		
	City	State	Zip Code
5. <b>Other Matters:</b> <small>(see instructions)</small>	Number of additional pages attached: <u>1</u>		
6. <b>Names, Addresses and Signatures of Organizer(s):</b> <small>(attach additional pages if there are more than 3 organizers)</small>	David Butler		
	Name		
	Signature <i>David Butler</i>		
	1025 Greenwood Blvd., Suite 300, Lake Mary	FL	
	Address	City	State Zip Code
	Name		
	Signature		
	Address		
	City	State	Zip Code
7. <b>Certificate of Acceptance of Appointment of Resident Agent:</b>	I, <u>National Registered Agents, Inc. of NV</u> hereby accept appointment as Resident Agent for the above named limited-liability company.		
	Signature of Resident Agent		
	Date		

This form must be accompanied by appropriate fees. See attached fee schedule.

Revised by the Secretary of State 1/20/01  
Revised by the Secretary of State 1/20/01

## Reduced Rate Long Distance LLC

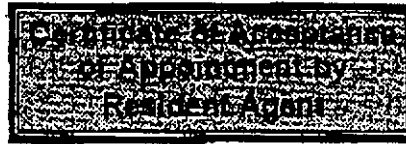
8. Purpose: The Company is being organized to provide telecommunications services and any other businesses that a limited-liability company may be lawfully organized to provide in the State of Nevada.
9. Record Location: The Company will keep all of its corporate records at 1025 Greenwood Blvd., Ste. 300, Lake Mary, Florida 32746.

FILED # LLC P.5 2160-01



DEAN HELLER  
Secretary of State

101 North Carson Street, Suite 3  
Carson City, Nevada 89701-4786  
(775) 684 6708



Office Use Only:

MAR 02 2001

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER SECRETARY OF STATE

General Instructions for this form:

1. Please print legibly or type; Black Ink Only.
2. Complete all fields.
3. Ensure that document is signed in signature field.

In the matter of Reduced Rate Long Distance LLC  
(Name of business entity)

I, National Registered Agents, Inc. of NV, hereby state that on March 1, 2001  
(Name of resident agent) (Date)

I accepted the appointment as resident agent for the above named business entity.

National Registered Agents, Inc. of NV

*Charles A Coyle*  
Signature of Resident Agent  
Charles A. Coyle - Assistant Secretary

March 1, 2001  
Date

Nevada



## OFFICE OF THE SECRETARY OF STATE

---

JESSE WHITE • Secretary of State

APRIL 13, 2001

0054274-1

NATIONAL REGISTERED AGENTS  
208 S LASALLE STREET, STE 1855  
CHICAGO, IL 60604-0000

RE REDUCED RATE LONG DISTANCE LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1999

**Jesse White**

Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

Payment must be made by certified  
check, cashier's check, Illinois  
attorney's C.P.A.'s check or money or-  
der, payable to "Secretary of State."

**Illinois  
Limited Liability Company Act****Application for Admission to Transact Business****Submit in Duplicate**

Must be typewritten

*This space for use by Secretary of State*

Date 4-13-2001  
Assigned File #  
Filing Fee \$400  
Penalty \$ 00542741  
Approved: \$ E

This space for use by  
Secretary of State**FILED**

APR 13 2001

**JESSE WHITE  
SECRETARY OF STATE**

1. Limited Liability Company name: Reduced Rate Long Distance LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): applied for

4. Jurisdiction of Organization: Nevada

5. Date of Organization: March 2, 2001

6. Period of Duration: Perpetual  
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

1100 East William Street, Suite 207

(Number)

(Street)

(Suite)

Carson City, Nevada 89701

(City/State)

(ZIP Code)

(County)

8. Registered agent: National Registered Agents, Inc.  
(First Name) (Middle Name) (Last Name)

Registered Office: 208 South LaSalle Street, Suite 1855  
(Number) (Street) (Suite #)

(P.O. Box or c/o Chicago, County of Cook Illinois 60604  
are unacceptable) (City) (County) (ZIP Code)


9. The date on which this foreign LLC first did business in Illinois: upon acceptance of application



**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).  
the sale of telecommunications services and products.
11. The limited liability company is managed by:  
☒ manager(s)  
☐ vested in member(s)
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
13. **This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.**
14. **If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.**
15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 3/21, 2001.  
(Month/Day) (Year)

  
(Signature)  
(Signature must comply with Section 5-45 of ILLCA)  
EDWARD KOHLSCHEIBER  
(Type or print name and title)

\_\_\_\_\_  
(If applicant is a company or other entity, state name of company  
and indicate whether it is a member or manager of the LLC.)